

John P. Flynn (SBN 015065)  
Todd A. Williams (SBN 020066)  
DIOGUARDI FLYNN, LLP  
7001 N. Scottsdale Road, Suite 2060  
Scottsdale, AZ 85253  
Telephone: (480) 951-8800  
Facsimile: (480) 951-8824

*Attorneys for Defendant Harrell Dean Cameron*

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA**

JOHNNY JOHNSON AND ANNA  
JOHNSON, HUSBAND AND WIFE;  
RUDY JOHNSON AND DIANA  
JOHNSON, HUSBAND AND WIFE,

Plaintiffs,

vs.

DEFINED BENEFIT PLAN OF BILL  
JOHNSON'S RESTAURANTS, INC.;  
BILL JOHNSON'S RESTAURANTS,  
INC. AN ARIZONA CORPORATION;  
HARRELL DEAN CAMERON AND  
JOHN DOE CAMERON, WIFE AND  
HUSBAND; SHERRY NOVAK AND  
JOHN DOE NOVAK, WIFE AND  
HUSBAND; SHERRY CAMERON  
AND JOHN DOE CAMERON, WIFE  
AND HUSBAND; AND ROBERT A.  
ROYAL AND JANE DOE ROYAL,

Defendants.

**CASE NO.**

**NOTICE OF REMOVAL PURSUANT  
TO 28 U.S.C. §§ 1441 AND 1446**

**To: Clerk of the United States District Court for the District of Arizona**

PLEASE TAKE NOTICE that Defendant Harrell Dean Cameron ("Defendant  
Cameron") hereby removes to this Court the state court action described below:

1. On July 22, 2011, an action was commenced in the Superior Court of  
Maricopa County, State of Arizona, entitled *Johnny Johnson and Anna Johnson*, husband  
and wife; *Rudy Johnson and Diana Johnson*, husband and wife, *Plaintiffs*, v. *Defined*

1 *Benefit Plan of Bill Johnson's Restaurants, Inc.; Bill Johnson's Restaurants, Inc.*, an  
2 Arizona corporation; *Harrell Dean Cameron and John Doe Cameron*, husband and wife;  
3 *Sherry Novak and John Doe Novak*, wife and husband; *Sherry Cameron and John Doe*  
4 *Cameron*, wife and husband; and *Robert A. Royal and Jane Doe Royal*, Defendants, in  
5 Maricopa County Superior Court No. CV2011-013831 ("Original Action").

6 2. Pursuant to Local Rule 3.7(b), a true and correct copy of the Summons,  
7 Complaint, and all other process, pleadings, and orders filed in the Original Action are  
8 attached hereto as Exhibit "A." Undersigned counsel hereby verify that the documents  
9 attached as Exhibit A hereto are true and complete copies of all pleadings and other  
10 documents filed in the Original Action.

11 3. On July 22, 2011, Plaintiffs served Defendant Cameron with a copy of the  
12 Summons and Complaint. Aside from the material in Exhibit A, the Plan is not aware of  
13 any other process, pleadings or orders served upon it in this action.

14 4. On August 4, 2011, Defendant Bill Johnson's Restaurants, Inc. filed a  
15 Chapter 11 Petition in the District of Arizona, Case No. 2:11-bk-22441-SSC.

16 5. On August 9, 2011, a notice of the bankruptcy filing was filed in the  
17 Original Action.

18 6. On August 15, 2011, the Court in the Original Action vacated the hearing  
19 on the Order to Show Cause based upon the bankruptcy filing.

20 7. Defendant Cameron files this Notice of Removal within one year of the  
21 date the action was originally filed and within thirty (30) days of the receipt of the  
22 Complaint by Defendant Cameron. Pursuant to 28 U.S.C. § 1446(b), removal is timely in  
23 this action.

### 24 **JURISDICTION**

25 8. This Court has original jurisdiction over this civil action pursuant to 28  
26 U.S.C. § 1331 (federal question). Plaintiffs' causes of action arise from their participation  
27 in a defined benefit plan that is regulated by the Employee Retirement Income Security  
28 Act of 1974, 29 U.S.C. §§ 1001 *et seq.* ("ERISA"). This Court has exclusive jurisdiction

1 to entertain civil enforcement actions brought by any plan participant or beneficiary for  
2 alleged breaches of fiduciary duty and to enjoin any act or practice that violates ERISA.  
3 *See* 29 U.S.C. § 1132(d)(1).

4 9. Plaintiffs' Complaint sets forth causes of action for alleged breach of  
5 fiduciary duty owed by Defendant Harrell Dean Cameron for her actions related to the  
6 defined benefit plan, and such claim arises under ERISA. *See* 29 U.S.C. § 1132(a)(2).

7 10. Plaintiffs' Complaint also alleges a breach of the Plan (characterized as a  
8 breach of contract claim) and a negligent misrepresentation claim related to the  
9 administration and attempted termination of the defined benefit plan, which also arises  
10 under ERISA. *See* 29 U.S.C. § 1132(a)(3).

11 11. To the extent the Court determines that some of Plaintiffs' claims do not  
12 arise under ERISA or other federal law, this Court is authorized to exercise supplemental  
13 jurisdiction over such claims pursuant to 28 U.S.C. § 1367.

14 12. Therefore, this action is removable to this Court pursuant to 28 U.S.C.  
15 § 1331 and 28 U.S.C. § 1441(b).

#### 16 VENUE

17 13. Removal to the United States District Court for the District of Arizona is  
18 proper because the Complaint was filed in Maricopa County, Arizona. *See* 28 U.S.C.  
19 § 1441(b).

20 14. Defendant Cameron respectfully requests this Court assume jurisdiction  
21 over this matter and issue such orders and processes as may be necessary to bring before  
22 it all parties necessary for the trial hereof. Defendant Cameron also represents and  
23 warrants that each of the other Defendants named in the Original Action consent to the  
24 removal of all causes of action to this Court, with the exception of Defendant Robert A.  
25 Royal and Jane Doe Royal, who are presently out of State and unavailable to make a  
26 determination in this regard.

27 15. Counsel for Defendant Cameron certifies that a true and correct copy of this  
28 Notice of Removal is filed concurrently herewith with the Clerk of the Superior Court of

1 Maricopa County, State of Arizona, as required by 28 U.S.C. § 1446, and that all adverse  
2 parties to the Original Action are being provided notice of same.

3  
4 DATED this 16<sup>th</sup> day of August, 2011

5 DIOGUARDI FLYNN LLP

6  
7 By /s/ John P. Flynn

8 John P. Flynn  
9 Todd A. Williams  
10 Attorneys for Defendant Harrell Dean  
11 Cameron

12 **CERTIFICATE OF SERVICE**

13  
14 I hereby certify that on August 16<sup>th</sup>, 2011, I electronically filed the foregoing  
15 **NOTICE OF REMOVAL PURSUANT TO 28 U.S.C. §§ 1441 AND 1446**, which was  
16 transmitted electronically through the Court's CM/ECF System for filing to all counsel of  
17 record for electronic filing.

18  
19 By /s/ Toni M. Hannigan

# **EXHIBIT A**

**Dena Cameron – Notice of Removal Pursuant to 28 U.S.C. §§ 1441 and 1446**

In The Superior Court of the State of Arizona  
In and For the County Of Maricopa

Case Number \_\_\_\_\_

# **CIVIL COVER SHEET- NEW FILING ONLY**

(Please Type or Print)

Plaintiff's Attorney Daniel D. Maynard

Attorney's Bar Number 009211

Plaintiff's Name(s): (List all)

Johnny Johnson, Anna Johnson

Rudy Johnson, Diana Johnson

(List additional plaintiffs on page two and/or attach a separate sheet).

Plaintiff's Address:

c/o Daniel D. Maynard

Maynard Cronin Erickson Curran & Reiter, P.L.C.

3200 N. Central Ave., Ste. 1800, Phoenix, AZ 85012

Defendant's Name(s): (List All): Defined Benefit Plan of Bill Johnson's Restaurant, Inc.; Bill Johnson's Restaurants Inc., Harrell Dean Cameron and John Doe Cameron; Sherry Novak and John Doe Novak; Sherry Cameron and John Doe Cameron; Robert A. Royal and Jane Doe Royal

EMERGENCY ORDER SOUGHT: ☐ TRO ☐ Provisional Remedy ☐ OSC ☐ Election Challenge ☐ Employer Sanction  
☐ Other(Specify) \_\_\_\_\_

☐ RULE 8(i) COMPLEX LITIGATION DOES NOT APPLY. (Mark appropriate box under Nature of Action).

☐ RULE 8(i) COMPLEX LITIGATION APPLIES Rule 8(i) of the Rules of Civil Procedure defines a "Complex Case" as civil actions that require continuous judicial management. A typical case involves a large number of witnesses, a substantial amount of documentary evidence, and a large number of separately represented parties. (Mark appropriate box on page two as to complexity, in addition to the Nature of Action case category).

## NATURE OF ACTION

(Place an "X" in the box next to the one case category that most accurately describes your primary case.)

### 100 TORT MOTOR VEHICLE

- ☐ 101 Non Death Injury
- ☐ 102 Property Damage
- ☐ 103 Wrongful Death

### 110 TORT NON- MOTOR VEHICLE

- ☐ 111 Negligence
- ☐ 112 Products Liability-Asbestos
- ☐ 112 Products Liability-Tobacco
- ☐ 112 Product Liability- Toxic/Other
- ☐ 113 Intentional Tort
- ☐ 114 Property Damage
- ☐ 115 Legal Maintenance
- ☐ 115 Malpractice- Other professional
- ☐ 117 Premises Liability
- ☐ 118 Slander/Libel/Defamation
- ☐ 116 Other (Specify) \_\_\_\_\_

### 120 MEDICAL MALPRACTICE

- ☐ 121 Physician - M.D.
- ☐ 122 Physician - D.O.
- ☐ 123 Hospital
- ☐ 124 Other (Specify) \_\_\_\_\_

### 130 CONTRACTS

- ☐ 131 Account (Open or Stated)
- ☐ 132 Promissory Note
- ☐ 133 Foreclosure
- ☐ 138 Buyer-Plaintiff
- ☐ 139 Fraud
- ☒ 134 Other Contract(Breach of Contract)
- ☐ 135 Real Property Excess Proceeds
- ☐ Construction Defects (Residential/Commercial)
  - ☐ 136 Six to Nineteen Structures
  - ☐ 137 Twenty or More Structures

CV2011-013831

Is Interpreter Needed? ☐ Yes ☐ No

If yes, language type: \_\_\_\_\_

Attorney/Pro Per Signature \_\_\_\_\_

To the best of my knowledge, All Information is true and correct

*Daniel D. Maynard*

**150-199 OTHER CIVIL CASE TYPES:**

- |  |  |
|--|--|
| <ul style="list-style-type: none"><li><input type="checkbox"/> 156 Eminent Domain/Condemnation</li><li><input type="checkbox"/> 151 Forcible Detainer</li><li><input type="checkbox"/> 152 Change of Name</li><li><input type="checkbox"/> 153 Transcript of Judgment</li><li><input type="checkbox"/> 154 Foreign Judgment</li><li><input type="checkbox"/> 158 Quiet Title</li><li><input type="checkbox"/> 160 Forfeiture</li><li><input type="checkbox"/> 175 Election Contest</li><li><input type="checkbox"/> 179 Employer Sanction Action</li><li><input type="checkbox"/> 180 Injunction against Workplace Harassment</li><li><input type="checkbox"/> 181 Injunction against Harassment</li><li><input type="checkbox"/> 182 Civil Penalty</li><li><input type="checkbox"/> 186 Water Rights</li><li>(Not General Stream Adjudication)</li><li><input type="checkbox"/> Sexually Violent Persons (A.R.S. §36-3704)</li><li>(Except Maricopa County)</li><li><input type="checkbox"/> Minor Abortion (See Juvenile in Maricopa County )</li><li><input type="checkbox"/> Special Action Against Lower Courts</li><li>(See lower court appeals cover sheet in Maricopa)</li></ul> | <ul style="list-style-type: none"><li><input type="checkbox"/> 155 Declaratory Judgment</li><li><input type="checkbox"/> 157 Habeas Corpus</li><li><input type="checkbox"/> 184 Landlord Tenant Dispute-Other</li><li><input type="checkbox"/> 159 Restoration of Civil Rights</li><li><input type="checkbox"/> 159 Clearance of Records (A.R.S. § 12-4051)</li><li><input type="checkbox"/> 190 Declaration of Factual Innocence (A.R.S. §12-771)</li><li><input type="checkbox"/> 191 Declaration of Factual Improper Party Status</li><li><input type="checkbox"/> 193 Vulnerable Adult (A.R.S. §46-451)</li><li><input type="checkbox"/> 165 Tribal Judgment</li><li><input type="checkbox"/> 167 Structured Settlement (A.R.S. §12-2901)</li><li><input type="checkbox"/> 169 Attorney Conservatorship (filed by the AZ State Bar)</li><li><input type="checkbox"/> 170 Unauthorized Practice of Law (filed by the AZ State Bar)</li><li><input type="checkbox"/> 171 Out of State Deposition for Foreign Jurisdiction</li><li><input type="checkbox"/> 172 Secure Attendance of Prisoner</li><li><input type="checkbox"/> 173 Assurance of Discontinuance</li><li><input type="checkbox"/> 174 In State Deposition for Foreign Jurisdiction</li><li><input type="checkbox"/> 176 Eminent Domain-LIGHT RAIL ONLY</li><li><input type="checkbox"/> 177 Interpleader- AUTOMOBILE ONLY</li><li><input type="checkbox"/> 178 Delayed Birth Certificate (A.R.S. §36-333.03)</li><li><input type="checkbox"/> 183 Employment Dispute-Discrimination</li><li><input type="checkbox"/> 185 Employment Dispute- Other</li><li><input type="checkbox"/> 163 Other(Specify)_____</li></ul> |
|--|--|

**150-199 UNCLASSIFIED CIVIL CASE TYPES:**

- ☐ Administrative Review
- (See lower court appeal cover sheet in Maricopa)
- ☐ 150 Property Tax (A.R.S. §12-163(b))
- (All other tax matters must be filed in the AZ Tax Court)

**COMPLEXITY OF THE CASE**

If you marked the box on page one indicating that Complex Litigation applies, place and "X" in the box of no less than one of the following:

- ☐ Antitrust/Trade Regulations
- ☐ Construction Defect w/many parties or structures
- ☐ Mass Tort
- ☐ Securities Litigation w/many parties
- ☐ Environmental/Toxic Tort w/many parties
- ☐ Class Action Claim(s)
- ☐ Insurance Coverage Claims arising for the above-listed case types

ADDITIONAL PLAINTIFF(S):

\_\_\_\_\_

ADDITIONAL DEFENDANT(S):

\_\_\_\_\_

1 Daniel D. Maynard, No. 009211  
2 **MAYNARD CRONIN ERICKSON**  
3 **CURRAN & REITER, P.L.C.**  
4 3200 North Central Avenue, Ste. 1800  
5 Phoenix, Arizona 85012  
6 (602) 279-8500  
7 dmaynard@mmcec.com

8 Attorneys for Plaintiffs

9 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**  
10 **IN AND FOR THE COUNTY OF MARICOPA**

11 Johnny Johnson and Anna Johnson, husband and  
12 wife; Rudy Johnson and Diana Johnson, husband  
13 and wife,

14 Plaintiffs,

15 v.

16 Defined Benefit Plan of Bill Johnson's  
17 Restaurants, Inc.; Bill Johnson's Restaurants,  
18 Inc., an Arizona Corporation; Harrell Dean  
19 Cameron and John Doe Cameron, husband and  
20 wife; Sherry Novak and John Doe Novak, wife  
21 and husband; Sherry Cameron and John Doe  
22 Cameron, wife and husband; and Robert A. Royal  
23 and Jane Doe Royal,

24 Defendants.

No. CV2011-013831  
**SUMMONS**

IF YOU WANT THE ADVICE OF A LAWYER, YOU MAY  
WISH TO CONTACT THE LAWYER REFERRAL SERVICE AT  
602-257-4434 OR ONLINE AT WWW.LAWYERSFINDERS.ORG  
LRS IS SPONSORED BY THE MARICOPA COUNTY  
BAR ASSOCIATION.

25 **THE STATE OF ARIZONA TO THE DEFENDANT:**

26 **ROBERT A. ROYAL**

**YOU ARE HEREBY SUMMONED** and required to appear and defend, within the time  
applicable, in this action in this Court. If served within Arizona, you shall appear and defend  
within 20 days after the service of the summons and Complaint upon you, exclusive of the day  
of service. If served out of the State of Arizona -- whether by direct service, by registered or  
certified mail, or by publication -- you shall appear and defend within 30 days after the service  
of the Summons and Complaint upon you is complete, exclusive of the day of service. Where  
process is served upon the Arizona Director of Insurance as an insurer's attorney to receive

1 service of legal process against it in this state, the insurer shall not be required to appear,  
 2 answer or plead until expiration of 40 days after the date of such service upon the Director.  
 3 Service by registered or certified mail without the State of Arizona is complete 30 days after  
 4 the date of filing the receive and affidavit of service with the Court. Service by publication  
 5 is complete 30 days after the date of first publication. Direct service is complete when made.  
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 8 502, 18-503. Requests for reasonable accommodation for persons with disabilities must be  
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 10 scheduled court proceeding.

11 **YOU ARE HEREBY NOTIFIED** that in case of your failure to appear and defend  
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 13 demanded in the Complaint.

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 15 or proper response in writing with the Clerk of this Court, accompanied by the necessary filing  
 16 fee, within the time required, and you are required to serve a copy of any Answer or response  
 17 upon the Plaintiffs' attorney. RCP 10(d); A.R.S. §§ 12-311; RCP 5.

18 The name and address of Plaintiffs' attorneys are:

19 Daniel D. Maynard, No. 009211  
 20 Maynard Cronin Erickson Curran & Reiter, P.L.C.  
 21 3200 North Central Avenue, Ste. 1800  
 22 Phoenix, Arizona 85012  
 23 (602) 279-8500

24 SIGNED AND SEALED this date:

**COPY**

JUL 22 2011

25 Clerk

26 By

Deputy Clerk



MICHAEL K. JAMES, CLERK  
 DEPUTY CLERK

1 Daniel D. Maynard, No. 009211  
2 **MAYNARD CRONIN ERICKSON**  
3 **CURRAN & REITER, P.L.C.**  
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7 dmaynard@mmcec.com

8 Attorneys for Plaintiffs

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19 Cameron and John Doe Cameron, husband and  
20 wife; Sherry Novak and John Doe Novak, wife  
21 and husband; Sherry Cameron and John Doe  
22 Cameron, wife and husband; and Robert A. Royal  
23 and Jane Doe Royal,

24 Defendants.

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25 **THE STATE OF ARIZONA TO THE DEFENDANT:**

26 **HARRELL DEAN CAMERON**

**YOU ARE HEREBY SUMMONED** and required to appear and defend, within the time  
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 15 or proper response in writing with the Clerk of this Court, accompanied by the necessary filing  
 16 fee, within the time required, and you are required to serve a copy of any Answer or response  
 17 upon the Plaintiffs' attorney. RCP 10(d); A.R.S. §§ 12-311; RCP 5.

18 The name and address of Plaintiffs' attorneys are:

19 Daniel D. Maynard, No. 009211  
 20 Maynard Cronin Erickson Curran & Reiter, P.L.C.  
 21 3200 North Central Avenue, Ste. 1800  
 22 Phoenix, Arizona 85012  
 23 (602) 279-8500

**COPY**

24 SIGNED AND SEALED this date: JUL 22 2011

25 Clerk \_\_\_\_\_  MICHAEL K. JAMES, CLERK  
 26 \_\_\_\_\_ JUDGE  
 DEPUTY CLERK

By \_\_\_\_\_  
 Deputy Clerk

Daniel D. Maynard, No. 009211  
**MAYNARD CRONIN ERICKSON**  
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Attorneys for Plaintiffs

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 wife; Sherry Novak and John Doe Novak, wife  
 and husband; Sherry Cameron and John Doe  
 Cameron, wife and husband; and Robert A. Royal  
 and Jane Doe Royal,

Defendants.

**CV2011-013831**

No. \_\_\_\_\_

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 LRS IS SPONSORED BY THE MARICOPA COUNTY  
 BAR ASSOCIATION.

**THE STATE OF ARIZONA TO THE DEFENDANT:**

**DEFINED BENEFIT PLAN OF BILL JOHNSON'S RESTAURANTS, INC.**

**YOU ARE HEREBY SUMMONED** and required to appear and defend, within the time  
 applicable, in this action in this Court. If served within Arizona, you shall appear and defend  
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1 service of legal process against it in this state, the insurer shall not be required to appear,  
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18 The name and address of Plaintiffs' attorneys are:

19 Daniel D. Maynard, No. 009211  
 20 Maynard Cronin Erickson Curran & Reiter, P.L.C.  
 21 3200 North Central Avenue, Ste. 1800  
 22 Phoenix, Arizona 85012  
 23 (602) 279-8500

24 SIGNED AND SEALED this date: **COPY**

25 Clerk

26 By

Deputy Clerk



JUL 22 2011  
 MICHAEL K. JAMES, CLERK  
 K. REE  
 CLERK OF COURT

1 Daniel D. Maynard, No. 009211  
2 **MAYNARD CRONIN ERICKSON**  
3 **CURRAN & REITER, P.L.C.**  
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7 dmaynard@mmcec.com

8 Attorneys for Plaintiffs

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LRS IS SPONSORED BY THE MARICOPA COUNTY  
BAR ASSOCIATION.

25 **THE STATE OF ARIZONA TO THE DEFENDANT:**

26 **SHERRY NOVAK**

**YOU ARE HEREBY SUMMONED** and required to appear and defend, within the time  
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 17 upon the Plaintiffs' attorney. RCP 10(d); A.R.S. §§ 12-311; RCP 5.

18 The name and address of Plaintiffs' attorneys are:

19 Daniel D. Maynard, No. 009211  
 20 Maynard Cronin Erickson Curran & Reiter, P.L.C.  
 21 3200 North Central Avenue, Ste. 1800  
 22 Phoenix, Arizona 85012  
 23 (602) 279-8500

24 SIGNED AND SEALED **COPY**

25 Clerk

26 By

Deputy Clerk



JUL 22 2011  
 MICHAEL R. REITER, CLERK  
 K. REE  
 COURT CLERK

1 Daniel D. Maynard, No. 009211  
2 **MAYNARD CRONIN ERICKSON**  
3 **CURRAN & REITER, P.L.C.**  
4 3200 North Central Avenue, Ste. 1800  
5 Phoenix, Arizona 85012  
6 (602) 279-8500  
7 [dmaynard@mmceec.com](mailto:dmaynard@mmceec.com)

8 Attorneys for Plaintiffs

9 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**  
10 **IN AND FOR THE COUNTY OF MARICOPA**

11 Johnny Johnson and Anna Johnson, husband and  
12 wife; Rudy Johnson and Diana Johnson, husband  
13 and wife,

14 Plaintiffs,

15 v.

16 Defined Benefit Plan of Bill Johnson's  
17 Restaurants, Inc.; Bill Johnson's Restaurants,  
18 Inc., an Arizona Corporation; Harrell Dean  
19 Cameron and John Doe Cameron, husband and  
20 wife; Sherry Novak and John Doe Novak, wife  
21 and husband; Sherry Cameron and John Doe  
22 Cameron, wife and husband; and Robert A. Royal  
23 and Jane Doe Royal,

24 Defendants.

No. CV2011-013831

**SUMMONS**

IF YOU WANT THE ADVICE OF A LAWYER, YOU MAY  
WISH TO CONTACT THE LAWYER REFERRAL SERVICE AT  
602-257-4434 OR ONLINE AT [WWW.LAWYERSFINDERS.ORG](http://WWW.LAWYERSFINDERS.ORG)  
LRS IS SPONSORED BY THE MARICOPA COUNTY  
BAR ASSOCIATION.

25 **THE STATE OF ARIZONA TO THE DEFENDANT:**

26 **SHERRY CAMERON**

**YOU ARE HEREBY SUMMONED** and required to appear and defend, within the time  
applicable, in this action in this Court. If served within Arizona, you shall appear and defend  
within 20 days after the service of the summons and Complaint upon you, exclusive of the day  
of service. If served out of the State of Arizona -- whether by direct service, by registered or  
certified mail, or by publication -- you shall appear and defend within 30 days after the service  
of the Summons and Complaint upon you is complete, exclusive of the day of service. Where  
process is served upon the Arizona Director of Insurance as an insurer's attorney to receive

service of legal process against it in this state, the insurer shall not be required to appear, answer or plead until expiration of 40 days after the date of such service upon the Director. Service by registered or certified mail without the State of Arizona is complete 30 days after the date of filing the receive and affidavit of service with the Court. Service by publication is complete 30 days after the date of first publication. Direct service is complete when made. Service upon the Arizona Motor Vehicle Superintendent is complete 30 days after filing the Affidavit of Compliance and return receipt or Officer's Return. RCP 4; A.R.S. §§ 20-222, 28-502, 18-503. Requests for reasonable accommodation for persons with disabilities must be made to the division assigned to the case by parties at least 3 judicial days in advance of a scheduled court proceeding.

**YOU ARE HEREBY NOTIFIED** that in case of your failure to appear and defend within the time applicable, judgment by default may be rendered against you for the relief demanded in the Complaint.

**YOU ARE CAUTIONED** that in order to appear and defend, you must file an Answer or proper response in writing with the Clerk of this Court, accompanied by the necessary filing fee, within the time required, and you are required to serve a copy of any Answer or response upon the Plaintiffs' attorney. RCP 10(d); A.R.S. §§ 12-311; RCP 5.

The name and address of Plaintiffs' attorneys are:

Daniel D. Maynard, No. 009211  
Maynard Cronin Erickson Curran & Reiter, P.L.C.  
3200 North Central Avenue, Ste. 1800  
Phoenix, Arizona 85012  
(602) 279-8500

**COPY**

SIGNED AND SEALED this date JUL 22 2011

Clerk



ROCHELLE K. JAMES, CLERK  
K. JAMES  
DEPUTY CLERK

By

Deputy Clerk

Daniel D. Maynard, No. 009211  
**MAYNARD CRONIN ERICKSON**  
**CURRAN & REITER, P.L.C.**  
 3200 North Central Avenue, Ste. 1800  
 Phoenix, Arizona 85012  
 (602) 279-8500  
dmaynard@mmcec.com

Attorneys for Plaintiffs

**IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**  
**IN AND FOR THE COUNTY OF MARICOPA**

Johnny Johnson and Anna Johnson, husband and  
 wife; Rudy Johnson and Diana Johnson, husband  
 and wife,

Plaintiffs,

v.

Defined Benefit Plan of Bill Johnson's  
 Restaurants, Inc.; Bill Johnson's Restaurants,  
 Inc., an Arizona Corporation; Harrell Dean  
 Cameron and John Doe Cameron, husband and  
 wife; Sherry Novak and John Doe Novak, wife  
 and husband; Sherry Cameron and John Doe  
 Cameron, wife and husband; and Robert A. Royal  
 and Jane Doe Royal,

Defendants.

**CV2011-013831**

No. \_\_\_\_\_

**SUMMONS**

IF YOU WANT THE ADVICE OF A LAWYER, YOU MAY  
 WISH TO CONTACT THE LAWYER REFERRAL SERVICE AT  
 602-267-4434 OR ONLINE AT WWW.LAWYERSFINDERS.ORG  
 LRS IS SPONSORED BY THE MARICOPA COUNTY  
 BAR ASSOCIATION.

**THE STATE OF ARIZONA TO THE DEFENDANT:**

**BILL JOHNSON'S RESTAURANTS, INC.**

**YOU ARE HEREBY SUMMONED** and required to appear and defend, within the time  
 applicable, in this action in this Court. If served within Arizona, you shall appear and defend  
 within 20 days after the service of the summons and Complaint upon you, exclusive of the day  
 of service. If served out of the State of Arizona -- whether by direct service, by registered or  
 certified mail, or by publication -- you shall appear and defend within 30 days after the service  
 of the Summons and Complaint upon you is complete, exclusive of the day of service. Where  
 process is served upon the Arizona Director of Insurance as an insurer's attorney to receive

1 service of legal process against it in this state, the insurer shall not be required to appear,  
 2 answer or plead until expiration of 40 days after the date of such service upon the Director.  
 3 Service by registered or certified mail without the State of Arizona is complete 30 days after  
 4 the date of filing the receive and affidavit of service with the Court. Service by publication  
 5 is complete 30 days after the date of first publication. Direct service is complete when made.  
 6 Service upon the Arizona Motor Vehicle Superintendent is complete 30 days after filing the  
 7 Affidavit of Compliance and return receipt or Officer's Return. RCP 4; A.R.S. §§ 20-222, 28-  
 8 502, 18-503. Requests for reasonable accommodation for persons with disabilities must be  
 9 made to the division assigned to the case by parties at least 3 judicial days in advance of a  
 10 scheduled court proceeding.

11 **YOU ARE HEREBY NOTIFIED** that in case of your failure to appear and defend  
 12 within the time applicable, judgment by default may be rendered against you for the relief  
 13 demanded in the Complaint.

14 **YOU ARE CAUTIONED** that in order to appear and defend, you must file an Answer  
 15 or proper response in writing with the Clerk of this Court, accompanied by the necessary filing  
 16 fee, within the time required, and you are required to serve a copy of any Answer or response  
 17 upon the Plaintiffs' attorney. RCP 10(d); A.R.S. §§ 12-311; RCP 5.

18 The name and address of Plaintiffs' attorneys are:

19 Daniel D. Maynard, No. 009211  
 20 Maynard Cronin Erickson Curran & Reiter, P.L.C.  
 21 3200 North Central Avenue, Ste. 1800  
 22 Phoenix, Arizona 85012  
 23 (602) 279-8500

24 SIGNED AND SEALED this date:

**COPY**

JUL 22 2011

25 Clerk



MICHAEL K. JAMES, CLERK  
 K. JAMES  
 CLERK

26 By

Deputy Clerk

COPY

JUL 22 2011

MICHAEL K. JAMES, CLERK  
K. JAMES  
DEPUTY CLERK

1 Daniel D. Maynard, No. 009211  
 2 **MAYNARD CRONIN ERICKSON**  
 3 **CURRAN & REITER, P.L.C.**  
 3200 North Central Avenue, Ste. 1800  
 4 Phoenix, Arizona 85012  
 (602) 279-8500  
dmaynard@mmcec.com

5 Attorneys for Plaintiffs

6 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

7 **IN AND FOR THE COUNTY OF MARICOPA**

8 Johnny Johnson and Anna Johnson, husband  
 9 and wife; Rudy Johnson and Diana Johnson,  
 husband and wife,

10 Plaintiffs,

11 v.

12 Defined Benefit Plan of Bill Johnson's  
 13 Restaurants, Inc.; Bill Johnson's Restaurants,  
 14 Inc., an Arizona Corporation; Harrell Dean  
 15 Cameron and John Doe Cameron, husband  
 16 and wife; Sherry Novak and John Doe Novak,  
 wife and husband; Sherry Cameron and John  
 17 Doe Cameron, wife and husband; and Robert  
 A. Royal and Jane Doe Royal,

18 Defendants.

CV2011-013831

No. \_\_\_\_\_

**CERTIFICATE REGARDING  
 COMPULSORY ARBITRATION**

18 The undersigned certifies that he knows the dollar limits and any other limitations set  
 19 forth by the local rules of practice for the applicable superior court, and further certifies that  
 20 this case is not subject to compulsory arbitration, as provided by Rules 72 through 76 of the  
 21 Arizona Rules of Civil Procedure.

22 RESPECTFULLY SUBMITTED this 22 day of July, 2011.

23 **MAYNARD CRONIN ERICKSON**  
**CURRAN & REITER, P.L.C.**

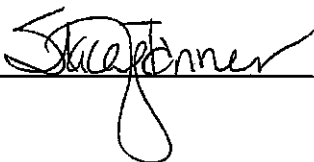
24 By

*Michael James* FOR  
 Daniel D. Maynard #012677  
 3200 North Central Avenue, Ste. 1800  
 Phoenix, Arizona 85012  
 Attorneys for Plaintiffs

1 **ORIGINAL** of the foregoing ~~is~~ filed this 22<sup>nd</sup> day of July, 2011, with:

2 Clerk of the Court  
3 Maricopa County Superior Court  
4 201 W. Jefferson  
Phoenix, AZ 85003

5 By

A handwritten signature in black ink, appearing to read "J. K. Jenner", is written over a horizontal line. The signature is stylized with a large, looping initial "J".

COPY

JUL 22 2011

MICHAEL K. JAMES, CLERK  
K. JEE  
DEPUTY CLERK

1 Daniel D. Maynard, No. 009211  
 2 **MAYNARD CRONIN ERICKSON**  
 3 **CURRAN & REITER, P.L.C.**  
 3200 North Central Avenue, Ste. 1800  
 4 Phoenix, Arizona 85012  
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dmaynard@mmcec.com

5 Attorneys for Plaintiffs

6 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

7 **IN AND FOR THE COUNTY OF MARICOPA**

8 Johnny Johnson and Anna Johnson, husband and  
 9 wife; Rudy Johnson and Diana Johnson, husband  
 and wife,

10 Plaintiffs,

11 v.

12 Defined Benefit Plan of Bill Johnson's  
 13 Restaurants, Inc.; Bill Johnson's Restaurants,  
 14 Inc., an Arizona Corporation; Harrell Dean  
 15 Cameron and John Doe Cameron, husband and  
 16 wife; Sherry Novak and John Doe Novak, wife  
 and husband; Sherry Cameron and John Doe  
 Cameron, wife and husband; and Robert A. Royal  
 and Jane Doe Royal,

17 Defendants.

No. CV2011-013831

**VERIFIED COMPLAINT**

18 Plaintiffs, Johnny Johnson ("Johnny") and Anna Johnson, husband and wife, and Rudy  
 19 Johnson ("Rudy") and Diana Johnson, husband and wife, for their Complaint against  
 20 Defendants Defined Benefit Plan of Bill Johnson's Restaurants, Inc. (the "Plan"), Bill  
 21 Johnson's Restaurant, Inc. ("BJR") an Arizona Corporation, Harrell Dean Cameron ("Dena")  
 22 and John Doe Cameron, husband and wife, Sherry Novak and John Doe Novak, wife and  
 23 husband ("Sherry Novak"); Sherry Cameron and John Doe Cameron, wife and husband  
 24 ("Sherry Cameron"); and Robert A. Royal and Jane Doe Royal, husband and wife ("Royal"),  
 25 allege as follows:

**NATURE OF DISPUTE**

1  
2       1.     This action arises out of the actions taken by BJR to terminate the Defined  
3     Benefit Plan of Bill Johnson's Restaurant (the "Plan") and limit the amounts that the Plaintiffs  
4     are entitled to receive as beneficiaries from the Plan. Johnny and Rudy are shareholders and  
5     directors of BJR and are retired employees of BJR and are currently receiving monthly  
6     retirement payments from the Plan. Dena, along with the aid of her daughter Sherry Cameron,  
7     the President of BJR and her sister, Sherry Novak, a shareholder of BJR and other  
8     professionals, made a false filing with the PBGC in October 2010 stating that the Plan wanted  
9     to terminate and it had sufficient assets to do so when in fact, there were not sufficient assets  
10    to cover all of the liabilities under the Plan and the only way it could be terminated was  
11    through a distress termination.

12       2.     Dena, as Plan Administrator and Plan Trustee, with the assistance of certain legal  
13    and accounting professionals, attempted to dissolve the Plan and deprive the Plaintiffs of their  
14    retirement payments under the Plan and their right to federal insurance coverage that is offered  
15    beneficiaries of the Plan. Upon information and belief, Dena, Sherry Cameron and Sherry  
16    Novak were aware of the false filings made by and on behalf of the Plan and were in a  
17    conspiracy to wrongfully terminate the Plan and harm the Defendants.

18       3.     When the Defendants' conspiracy was uncovered by the Plaintiffs, BJR's former  
19    attorney, Leslie Plattner resigned and BJR, the Plan, and Dena hired Royal to act as their  
20    attorney. Upon information and belief, Royal has assisted BJR in attempting to deprive the  
21    Plaintiffs of their pension benefits and has provided misleading information to the Plaintiffs  
22    in an effort to assist the Defendants to harm the Plaintiffs. Upon information and belief, Royal  
23    and the other Defendants continue to take steps to terminate the Plan which can only be  
24    terminated under a distress termination and have not taken steps to liquidate assets of BJR or  
25    initiated cost cutting procedures such as cutting Dena's salary to obtain the funds to do a  
26    standard termination of the Plan.

**PARTIES AND JURISDICTION**

4. Johnny and Anna Johnson are husband and wife and at all times pertinent hereto resided in Maricopa County, Arizona. Johnny is the brother of Rudy, Dena, and Sherry Novak (collectively referred to as the "Family") and the uncle of Sherry Cameron, who upon information and belief are all shareholders in BJR.

5. Rudy and Diana Johnson are husband and wife and at all times pertinent hereto resided in Maricopa County, Arizona.

6. Defined Benefit Plan of Bill Johnson's Restaurant's, Inc. is the retirement plan established and maintained by BJR.

7. BJR is an Arizona corporation and was duly formed pursuant to the laws of Arizona and at all pertinent times was conducting business in Maricopa County, Arizona.

8. Upon information and belief, Dena and John Doe Cameron are husband and wife and reside in Maricopa County, Arizona.

9. Upon information and belief, defendants Sherry Novak and John Doe Novak are husband and wife and reside in Maricopa County, Arizona.

10. Upon information and belief, Sherry Cameron and John Doe Cameron are wife and husband and reside in Maricopa County, Arizona.

11. Upon information and belief, Robert A. Royal and Jane Doe Royal are husband and wife and Royal is a licensed attorney in Arizona and is providing legal services to BJR, the Plan, and Dena.

12. This action arises out of actions that have occurred in Maricopa County, Arizona that were caused by the Defendants.

13. Jurisdiction and venue over this matter are proper before this Court.

**GENERAL ALLEGATIONS**

14. Johnny, Rudy, Dena, and Sherry Novak are siblings and each is a shareholder and director of BJR, as is Sherry Cameron.

1           15. Johnny and Rudy are currently retired from BJR and are receiving monthly  
2 pension payments from the Plan.

3           16. Rudy began receiving distribution of his plan benefits in the form of a joint and  
4 66 2/3% survivor annuity on January 1, 2005. The monthly payment is \$7,365.03 while Rudy  
5 is alive, and \$4,910.05 to Rudy's surviving spouse on his death for his life. Upon information  
6 and belief, the lump sum present value of Rudy's benefit upon his retirement is \$1,240,389.

7           17. Johnny began receiving distribution of his plan benefits in the form of a joint and  
8 100% survivor annuity on April 1, 2008. The monthly payment is \$6,811.36 while either  
9 Johnny or his spouse is alive. Upon information and belief, the lump sum present value of  
10 Johnny's benefit upon retirement was \$1,283,818.

11           18. Upon information and belief, Sherry Novak has not yet begun receiving  
12 distribution of her plan benefits. Her normal retirement date was September 1, 2010 and upon  
13 information and belief the lump sum present value of Sherry's benefit on that date was  
14 \$1,096,329. Plaintiffs believe that Sherry has elected a life only form of payout that yields a  
15 monthly benefit of \$7,508.

16           19. Upon information and belief, Dena attained her normal retirement age under the  
17 Plan on April 1, 2002 and the lump sum present value of her benefit of retirement at the time  
18 was \$1,096,329. Dena, unlike Johnny and Rudy, was allowed to elect to have her lump sum  
19 benefits segregated into an individual account in the Plan that she could direct the investment  
20 of. Upon information and belief, Dena has been paid \$998,032 and has elected a payout of ten  
21 annual installments and she has been paid eight of the ten installments.

22           20. The Plan is an ERISA Section 3(2) Pension plan that, pursuant to ERISA Section  
23 4021(A), is subject to ERISA Title IV plan termination insurance provisions. These  
24 provisions require annual planned premium payments to the PBGC in exchange for the PBGC  
25 insuring a specified level of plan benefit payments.

26

1        21. ERISA Section 4041 provides rules for how a plan can be terminated. Section  
2 4041(a)(1) reads as follows:

3            A. General Rules governing a single employer plan terminations.

4            a. Exclusive means of plan termination. Except in the case of a  
5 termination for which proceedings are otherwise instituted by the  
6 corporation as provided in Section 4042, a single-employer plan  
7 may be terminated only in a standard termination under subsection  
8 (b) or a distress termination under section (c)

9            b. A pension plan can qualify to make an ERISA Section 4041(b)  
10 standard termination if it is able to pay all of its benefit liabilities.  
11 If a pension plan does not have sufficient assets to pay all of its  
12 liabilities, the plan must terminate pursuant to the Section 4041(c)  
13 distress termination rules.

14        22. The following requirements must be satisfied for the Plan to be terminated in the  
15 standard termination:

16            A. ERISA Section 4041(b)(1)(A) provides that not less than 60 days before  
17 the proposed termination date each Plan participant must be given  
18 advance notice of the termination. Neither Johnny nor Rudy were given  
19 advanced notice of the termination as required by this provision.

20            B. ERISA Section 4041(b)(1)(B) provides that the PBGC must be notified  
21 of the termination and the Plan certified actuary, Matthews, must certify  
22 in the notice that the Plan assets are sufficient to pay the Plan liabilities.  
23 Although Matthews made this certification in the attached Form 500, he  
24 did not disclose to the PBGC the Plan's liability to the Family.

25            C. The Plan administrator, Dena, must certify that the information that the  
26 Plan actuary based his certificate on is accurate and complete and that the

1 information provided to the PBGC is accurate and complete. As stated  
2 above, the Form 500 filed with the PBGC was not accurate or complete  
3 because it did not disclose the Plan's liability to the Family.  
4 Additionally, Matthews signed the Form 500 on behalf of Dena  
5 allegedly, pursuant to a power of attorney.

6 23. In October 2010, BJR filed a PBGC Schedule EA-S ("Form 500") with the  
7 PBGC. A copy of the Form 500 which was filed by the Plan is attached as Exhibit 1.

8 24. Form 500 is filed when a plan sponsor seeks PBGC approval of a standard  
9 termination of a pension plan. Upon information and belief, the PBGC received the Plan's  
10 Form 500 on October 18, 2010.

11 25. The Plan's Form 500 stated on line 6 and 7 that the Plan assets equaled the  
12 Plan's liabilities of \$3,502,429.

13 26. At a meeting on November 23, 2010, professionals representing BJR disclosed  
14 that \$3,502,429 of Plan assets and liabilities that were recorded on Form 500 did not include  
15 the assets and liabilities of four participants who are also BJR shareholders and participants;  
16 *i.e.*, Johnny, Rudy, Dena, and Sherry Novak.

17 27. Upon information and belief, the Form 500 was false and misleading.

18 28. Upon information and belief, the Plan did not have enough assets to pay all  
19 participant benefits and was therefore not sufficient, contrary to the representations made by  
20 Dena as the Plan administrator.

21 29. After learning of the false filing, Johnny and Rudy threatened to sue Dena,  
22 Sherry Novak, the Plan, BJR and the professionals who orchestrated the termination plan to  
23 stop the termination and Dena and BJR withdrew the application to terminate the Plan and Les  
24 Plattner resigned as counsel for BJR.

25 30. Upon information and belief, on December 23, 2010, Royal was retained as  
26 counsel for the Plan, BJR and Dena and since that time he has been providing legal advice to

1 all three.

2 31. Upon information and belief, after investigation, Royal instead of acting in the  
3 best interest of the Plan and BJR has acted to further the interests of Dena, Sherry Novak, and  
4 Sherry Cameron to the detriment of Johnny and Rudy who are shareholders and directors of  
5 BJR and beneficiaries of the Plan.

6 32. Upon information and belief, Royal has given Johnny and Rudy misleading and  
7 inconsistent information on numerous occasions since becoming counsel for the Plan and BJR  
8 including the following:

- 9 a. that information about BJR could be accessed directly from BJR's  
10 accountant, Mr. Harmon, or Mr. Mathews, another professional retained  
11 by BJR or from Royal; however, Royal has not provided the requested  
12 information nor instructed Mr. Harmon nor Mr. Matthews to provide said  
13 requested information;
- 14 b. misleading information concerning what would be discussed at BJR  
15 board meetings;
- 16 c. has failed to provide information concerning the amount of corporate  
17 funds that have been paid to Royal and the cadre of professionals that he  
18 has retained or encouraged BJR to retain;
- 19 d. Royal has prepared draft resolutions for BJR and submitted them to  
20 Dena, Sherry Novak, and Sherry Cameron, for their review before BJR  
21 board meetings without sending them to Johnny, Rudy, or their counsel  
22 prior to the meeting; and
- 23 e. Royal has advised Rudy, Johnny, and their counsel that the stopping of  
24 the Plan termination was due to their wrongful conduct and then in the  
25 next breath, states the BJR is planning to sue prior counsel and the  
26 professionals for BJR who orchestrated the improper termination filings;

1                   however, no such actions have been taken.

2           f.       Royal has provided misleading information in his e-mails on June 20,  
3                   2011 and his letter of July 1, 2011, as to communications with the PBGC  
4                   and the required timing on responses to the PBGC.

5           33.     Upon information and belief, Dena and Sherry Cameron are currently managing  
6     BJR and are trying to terminate the Plan in order to limit the liabilities of BJR to the detriment  
7     of Rudy and Johnny.

8           34.     Upon information and belief, Dena has received most of her benefits under the  
9     Plan and is continuing to move forward with terminating the Plan to alleviate the liabilities in  
10    an attempt to save BJR for the benefit of her family members and to the detriment of the  
11    Plaintiffs.

12          35.     Upon information and belief, Royal has a conflict of interest in representing the  
13    Plan, BJR and Dena.

14          36.     Upon information and belief, Royal is assisting Dena, Sherry Cameron and  
15    Sherry Novak to make loans to BJR and over secure them with interests in BJR property.

16          37.     Upon information and belief, the actions of Royal, Dena, Sherry Cameron, and  
17    Sherry Novak are unjustly depleting the assets of BJR to the detriment of Johnny and Rudy.

18          38.     Upon information and belief, Dena, Sherry Cameron, Sherry Novak, and Royal  
19    told the Plaintiffs they were negotiating in the sale of BJR and then after spending tens of  
20    thousands of dollars on legal fees, determined that the buyer was not viable.

21          39.     Upon information and belief, Dena, Sherry Cameron, and Sherry Novak are  
22    receiving salaries from BJR and using BJR funds to pay personal expenses including attorneys'  
23    fees.

24          40.     The actions of Defendants as described herein were done for financial gain, with  
25    an evil mind intended to harm Defendants financially and are so outrageous and oppressive  
26    that punitive damages are justified.

**CLAIM FOR RELIEF ONE**

**(Appointment of a Receiver)**

41. Plaintiffs reallege and incorporate herein by reference the allegations contained in paragraph 1 through 40 of the Complaint as though fully set forth herein.

42. Plaintiffs request the Court to order a receiver be put in place to run the Plan and BJR.

43. Plaintiffs' believe the actions taken by the Defendants are resulting in a waste of corporate assets.

44. Plaintiffs, as shareholders and directors of BJR, are being deprived of needed information to make informed decisions as directors and shareholders of BJR.

WHEREFORE, Plaintiffs pray for judgment against the Plan and BJR as follows:

A. That a receiver be appointed to administer the Plan and BJR;

B. For an award of all attorneys' fees and taxable costs incurred in relation to this action;

C. For an award of costs and expenses incurred in connection with this action, and

D. For such other and further relief as the Court deems just and proper.

**CLAIM FOR RELIEF TWO**

**(Accounting)**

45. Plaintiffs reallege and incorporate herein by reference the allegations contained in paragraph 1 through 44 of the Complaint as though fully set forth herein.

46. Plaintiffs seek an accounting of all funds spent in the past year by the Plan and BJR.

WHEREFORE, Plaintiffs pray for judgment against the Plan and BJR as follows:

A. For an accounting the Plan and BJR concerning the amounts spent on legal and other professionals by the Plan and the BJR during the past year and monies spent on management of BJR and the Plan;

- 1 B. For an award of all attorneys' fees and taxable costs incurred in relation to this  
2 action;  
3 C. For an award of costs and expenses incurred in connection with this action, and  
4 D. For such other and further relief as the Court deems just and proper.

5 **CLAIMS FOR RELIEF THREE**

6 **(Breach of Contract)**

7 47. Plaintiffs reallege and incorporate herein by reference the allegations contained  
8 in paragraph 1 through 46 of the Complaint as though fully set forth herein.

9 48. The Plan constitutes a contract with each and every beneficiary.

10 49. By moving to dissolve the Plan without sufficient assets, Dena, Sherry Cameron,  
11 and Sherry Novak were in breach of their agreement and have directly and proximately caused  
12 the Plaintiffs to suffer damages in an amount to be determined at trial.

13 WHEREFORE, Plaintiffs pray for judgment against the Dena, Sherry Cameron, and  
14 Sherry Novak as follows:

- 15 A. For compensatory damages in an amount to be determined at trial;  
16 B. For pre-judgment and post-judgment interest at a rate;  
17 C. For an award of all attorneys' fees incurred in relation to this action;  
18 D. For an award of costs and expenses incurred in connection with this action, and  
19 E. For such other and further relief as the Court deems just and proper.

20 **CLAIM FOR RELIEF FOUR**

21 **(Breach of Fiduciary Duty)**

22 50. Plaintiffs reallege and incorporate herein by reference the allegations contained  
23 in paragraph 1 through 49 of the Complaint as though fully set forth herein.

24 51. The Plan, the Plan Administrator and Trustee, Dena, owe the Plaintiffs a  
25 fiduciary duty which require that they deal in the utmost good faith with Plaintiffs.  
26



1 61. As matter of law, Plaintiffs have been damaged.

2 WHEREFORE, Plaintiffs pray for judgment against Defendants as follows:

3 A. For compensatory damages in an amount to be determined at trial;

4 B. For an amount of punitive damages to be determined at trial;

5 C. For an award of all attorneys' fees incurred in relation to this action pursuant to


6 A.R.S. § 12-341.01;

7 D. For an award of costs and expenses incurred in connection with this action; and

8 E. For such other and further relief as the Court deems just and proper.

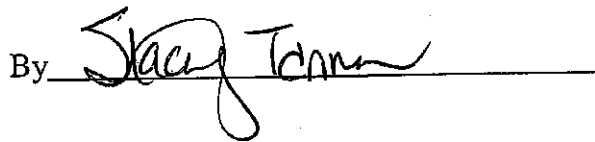
9 DATED this 22<sup>nd</sup> day of July, 2011.

10 MAYNARD CRONIN ERICKSON  
CURRAN & REITER, P.L.C.

11 By   
12 Daniel D. Maynard 012677  
13 3200 North Central Avenue, Ste. 1800  
14 Phoenix, Arizona 85012  
Attorneys for Plaintiffs

15 ORIGINAL of the foregoing filed this 22<sup>nd</sup> day of July, 2011, with:

16 Clerk of the Court  
17 Maricopa County Superior Court  
201 W. Jefferson  
18 Phoenix, AZ 85003

19 By   
20  
21  
22  
23  
24  
25  
26

**VERIFICATION**

STATE OF ARIZONA        }  
County of Maricopa        } ss.

I, Johnny Johnson, state as follows:

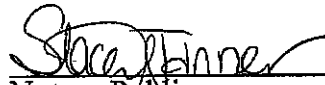
1. I am over the age of 18 years; I am competent to state the facts recited herein, and if called upon to testify, I would give testimony consistent with the facts stated herein.

2. I have read the foregoing Complaint. The contents thereof are true to the best of my own personal knowledge, except as to those statements made upon information and belief, and as to those statement, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

By   
Johnny Johnson

SUBSCRIBED AND SWORN to before me this 21<sup>st</sup> day of July, 2011.

  
Notary Public

My commission expires:



**STACEY TANNER**  
Notary Public—Arizona  
Maricopa County  
Expires 06/30/2013

**VERIFICATION**

STATE OF ARIZONA        }  
County of Maricopa        } ss.

I, Rudy Johnson, state as follows:


1. I am over the age of 18 years; I am competent to state the facts recited herein, and if called upon to testify, I would give testimony consistent with the facts stated herein.

2. I have read the foregoing Complaint. The contents thereof are true to the best of my own personal knowledge, except as to those statements made upon information and belief, and as to those statement, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

By   
Rudy Johnson

SUBSCRIBED AND SWORN to before me this 21<sup>st</sup> day of July, 2011.

  
Notary Public

My commission expires:



STACEY TANNER  
Notary Public—Arizona  
Maricopa County  
Expires 06/30/2013

# **EXHIBIT 1**

11/15/2020 12:45

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PAGE 03/15

**Standard Termination**  
**PBGC Certification of Sufficiency**

**PBGC Schedule EA-S**

(PBGC Form 500)  
 Approved OMB 1212-0058  
 Expires 09/30/2010

**PART I IDENTIFYING INFORMATION**

<b>1a</b> Plan Name Defined Benefit Plan of Bill Johnson's Restaurant	<b>1b</b> 9-digit employer identification number (EIN) 86-0170247
	<b>1c</b> 3-digit plan number (PN) 001

**PART II CODE SECTION 412(i) PLANS**

- 2** Is this plan a Code section 412(i) plan?
- ☒ No: the Enrolled Actuary must complete Parts III and IV. Item 3 and Part V should not be completed.
- ☐ Yes: Item 3 and Part III must be completed. Depending upon who completes Part III, either Part IV or Part V must be completed and signed by the Plan Administrator or Enrolled Actuary as appropriate.

<b>3a</b> Enter name (full official name of record) and address of the insurer (Address should include room or suite no.)	<b>3b</b> Telephone Number
--	----------------------------

**PART III PLAN SUFFICIENCY**

<b>4</b> Proposed distribution date	(MM/DD/YYYY) 12/15/2010
<b>5</b> Is the value of plan assets projected to be sufficient as of the proposed distribution date to provide all plan benefits? If "No," the plan cannot terminate in a standard termination.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>6</b> Estimated fair market value of plan assets as of the proposed distribution date	\$ 3,502,429
<b>7</b> Estimated present value of plan benefits as of the proposed distribution date	\$ 3,502,429
<b>8</b> Estimated total amount of residual assets	\$ 0
<b>9</b> Estimated amount of residual assets to be distributed to the employer	\$ 0
<b>10</b> Estimated amount of residual assets to be distributed to participants and beneficiaries	\$ 0
<b>11</b> Has the plan ever required employee contributions?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>12</b> If the amount in item 9 is \$1 million or more and if any benefits are to be distributed other than through the purchase of annuity contracts, attach a statement showing interest rate/structure used to value the benefits.	

**PART IV ENROLLED ACTUARY CERTIFICATION**

I, the Enrolled Actuary, certify that: (1) I have reviewed all plan documents and plan and participant data, and applied all relevant provisions of ERISA and the Internal Revenue Code and regulations promulgated thereunder; (2) to the best of my knowledge and belief, this plan's assets equal or exceed the value of its plan benefits as of the proposed distribution date; and (3) to the best of my knowledge and belief, the information contained in this schedule is true, correct, and complete. In making this certification, I recognize that knowingly and willfully making false, fictitious, or fraudulent statements to the PBGC is punishable under 18 U.S.C. §1001.

Enrolled Actuary's company's name and address (Address should include room or suite no.)	Enrolled Actuary's Name (Print or type) Steven R. Matthews
	Enrollment Number 09-02867
	Telephone Number 602-944-1525
	E-mail address (optional) smatthews@mgks.com

**PART V PLAN ADMINISTRATOR CERTIFICATION FOR CODE SECTION 412(i) PLANS**

I, the Plan Administrator, certify that, to the best of my knowledge and belief: (1) this plan complies with section 412(i) of the Internal Revenue Code and regulations promulgated thereunder; (2) I have reviewed all plan documents and plan and participant data, and applied all relevant provisions of ERISA and the Code and regulations promulgated thereunder; (3) this plan's assets equal or exceed the value of its plan benefits as of the proposed distribution date; and (4) the information contained in this schedule is true, correct and complete. In making this certification, I recognize that knowingly and willfully making false, fictitious, or fraudulent statements to the PBGC is punishable under 18 U.S.C. §1001.

Plan Administrator's signature <i>Steven Matthews</i>	Date 10/11/2010	Printed name and title of Plan Administrator Steve Matthews POA - Dana Cameron
--	--------------------	---

11/16/2020 12:45 6029441614

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PAGE 04/16

**Attachment to the FORM 500 PBGC Standard Termination filing**

With regards to distributions in a form other than an annuity, the amount will be calculated using the actuarial equivalent in the plan or the Code Section 417(e) applicable mortality table and interest rates using the stability period of one year and based on the first calendar month preceding the first day of the stability period.

11/16/2020 12:45

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PAGE 05/16

Sep-13-10 05:21pm From: BILL JOHNSON'S RESTAURANT INC,

6022342412

T-774 P.02/02 F-828



# Standard Termination Designation of Representative

## PBGC Schedule REP-5

(PBGC Form 500)  
Replaces OMB 1515-0050  
Expires 09/30/2010

### PART I: IDENTIFYING INFORMATION

1a Plan Name	1b 9-digit employer identification number (EIN)
Defined Benefit Plan of Bill Johnson's Restaurant	86-0270247
2a Plan Administrator's name and address (Address should include room or suite no.)	1c 3-digit plan number (PN)
Bill Johnson's Restaurant 2906 W PALMDALE AVE PHOENIX, AZ 85017-4613	001
	2b Plan Administrator's telephone number
	602-254-5565
	2c E-mail address (optional)

### PART II: DESIGNATION OF REPRESENTATIVE(S)

3 I, Harrell D Cameron Plan Administrator of the above-named pension plan, hereby appoint the following representative(s) to act on my behalf before the Pension Benefit Guaranty Corporation on all matters (other than those specifically excluded below) relating to the termination of the above-named pension plan.

4a Representative's name and address (Address should include room or suite no.)	Steve Matthews 6530 N. 18th Street Phoenix, AZ 85016	4b Telephone number 602-944-1515
		4c E-mail address (optional) smatthews@mgks.com
4d Representative's name and address (Address should include room or suite no.)		4e Telephone number
		4f E-mail address (optional)

5 Matters excluded from authority of representative(s). List any specific acts with respect to the plan termination that you are excluding from the acts otherwise authorized in this designation.

### PART III: RETENTION / REVOCATION OF PRIOR DESIGNATION(S)

6a Have you filed any prior designation(s) of representative(s) for this termination?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6b If "Yes," do you want any such prior designation(s) of representative(s) to remain in effect? (Attach a copy of all prior designations that are to remain in effect.)	<input type="checkbox"/> Yes <input type="checkbox"/> No

### PART IV: SIGNATURE OF PLAN ADMINISTRATOR

NOTE: The PBGC will NOT accept unsigned designations. If the Plan Administrator is a board (or similar group) composed of employer and employee representatives, at least one employer representative and one employee representative must sign this form. If the plan does not designate a plan administrator or it designates the plan sponsor or the contributing sponsor as the plan administrator, this form must be signed by an officer of the plan sponsor or contributing sponsor who has the authority to sign on behalf of that entity.

In executing this document, I certify that the foregoing is true and correct, and recognize that knowingly and willfully making false, fictitious, or fraudulent statements to the PBGC is punishable under 18 U.S.C. §1001.

Harrell D Cameron 9/13/2010 Harrell D Cameron  
Signature Date Printed name and title  
President

1 Daniel D. Maynard, No. 009211  
2 **MAYNARD CRONIN ERICKSON**  
3 **CURRAN & REITER, P.L.C.**  
4 3200 North Central Avenue, Ste. 1800  
5 Phoenix, Arizona 85012  
6 (602) 279-8500  
7 dmaynard@mmcec.com

8 Attorneys for Plaintiffs

9 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

10 **IN AND FOR THE COUNTY OF MARICOPA**

11 Johnny Johnson and Anna Johnson, husband and  
12 wife; Rudy Johnson and Diana Johnson, husband  
13 and wife,

14 Plaintiffs,

15 v.

16 Defined Benefit Plan of Bill Johnson's  
17 Restaurants, Inc.; Bill Johnson's Restaurants, Inc.,  
18 an Arizona Corporation; Harrell Dean Cameron  
19 and John Doe Cameron, husband and wife; Sherry  
20 Novak and John Doe Novak, wife and husband;  
21 Sherry Cameron and John Doe Cameron, wife and  
22 husband; and Robert A. Royal and Jane Doe  
23 Royal,

24 Defendants.

25 **CV 2011-013831**  
26 No. \_\_\_\_\_

**ORDER TO SHOW CAUSE**

27 The Court having received Johnny Johnson's and Rudy Johnson's Application for  
28 Appointment of Receiver, pursuant to Rule 66, Arizona Rules of Civil Procedure and A.R.S.  
29 § 12-1242.

30 This matter is set for a hearing on the \_\_\_\_ day of \_\_\_\_, 2011, at \_\_\_\_ a.m./p.m.  
31 for Defendants to show cause, if there be any, why a receiver should not be appointed as  
32 requested in Plaintiffs' Application for Appointment of Receiver.

33 DONE IN OPEN COURT this \_\_\_\_ day of July 2011.

34 \_\_\_\_\_  
35 Judge of the Superior Court  
36

COPY

JUL 22 2011

MARICOPA COUNTY  
SUPERIOR COURT

1 Daniel D. Maynard, No. 009211  
 2 **MAYNARD CRONIN ERICKSON**  
 3 **CURRAN & REITER, P.L.C.**  
 3200 North Central Avenue, Ste. 1800  
 4 Phoenix, Arizona 85012  
 (602) 279-8500  
 4 dmaynard@mmcec.com

5 Attorneys for Plaintiffs

6 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

7 **IN AND FOR THE COUNTY OF MARICOPA**

8 Johnny Johnson and Anna Johnson, husband  
 9 and wife; Rudy Johnson and Diana Johnson,  
 husband and wife,

10 Plaintiffs,

11 v.

12 Defined Benefit Plan of Bill Johnson's  
 13 Restaurants, Inc.; Bill Johnson's Restaurants,  
 14 Inc., an Arizona Corporation; Harrell Dean  
 15 Cameron and John Doe Cameron, husband  
 16 and wife; Sherry Novak and John Doe Novak,  
 wife and husband; Sherry Cameron and John  
 Doe Cameron, wife and husband; and Robert  
 A. Royal and Jane Doe Royal,

17 Defendants.

No. CV2011-013831

**APPLICATION FOR THE  
 APPOINTMENT OF A RECEIVER**

**(Order to Show Cause Hearing  
 Requested)**

18 Pursuant to A.R.S. § 12-1241, *et seq.* and Rule 66, Arizona Rules of Civil Procedure,  
 19 Plaintiffs Johnny Johnson ("Johnny") and Rudy Johnson ("Rudy"), move this Court to issue  
 20 an order appointing a receiver for Bill Johnson's Restaurants, Inc. ("BJR") and the Defined  
 21 Benefit Plan of Bill Johnson's Restaurants, Inc. ("the Plan"). This motion is supported by the  
 22 Verified Complaint, and the accompanying memorandum of points and authorities, which are  
 23 incorporated herein by this reference.

24 Upon information and belief, as more fully explained in the Verified Complaint, BJR  
 25 has engaged in a series of improper activities that include the following:  
 26

- 1) failing to provide business records, information, documents, and the books and records of BJR to the Plaintiffs who are directors and officers of BJR and beneficiaries of the Plan.
- 2) making misrepresentations to Plaintiffs and their counsel concerning the status of negotiations with the PBGC concerning the dissolution of the Plan;
- 3) misusing BJR funds for personal purposes including the payment of attorneys' fees;
- 4) encumbering BJR assets as security for loans made by Dena, Sherry Cameron, and Sherry Novak to BJR;
- 5) failing to take proper steps to reduce salaries or expenses of BJR to accumulate cash to pay Plan liabilities; and
- 6) dissipating the assets and cash of BJR to the detriment of the Plaintiffs.

### **MEMORANDUM OF POINTS AND AUTHORITIES**

#### **A. Background**

The appointment of a receiver is necessary to prevent the inexcusable waste of assets that has been taking place and continues to take place at BJR. As set forth in the Verified Complaint, Johnny and Rudy are shareholders and directors of BJR. Johnny and Rudy have been misled by the Defendants and the Defendants have failed to provide corporate documents and information concerning the management of BJR and the Plan. Starting in October 2010, the Defendants, except Royal, prepared, authorized and filed a false document with the PBGC to obtain a standard dissolution of the Plan when in fact there were insufficient assets. After being threatened with a lawsuit by the Plaintiffs, the Defendants withdrew the termination proposal, and the Plan, BJR and Dena retained Royal as their counsel who has continued to insisted on terminating the Plan to the detriment of the Plaintiffs. Plaintiffs requested BJR to reimburse them for the attorneys' fees spent to stop the unlawful termination but BJR refused and since then has stopped all payments and benefits from BJR to the Plaintiffs. Additionally,

1 upon information and belief, the Defendants have spent over a hundred thousand dollars to  
2 seek a standard termination of the Plan when they should have been looking at a distress  
3 termination. Additionally, upon information and belief, BJR has spent tens of thousands of  
4 dollars on legal fees with Royal or his affiliates to the detriment of the Plaintiffs.

5 Plaintiffs have requested numerous documents and information about BJR which the  
6 Defendants have failed to provide and, upon information and belief, the Defendants, Dena,  
7 Sherry Cameron, and Sherry Novak have continued to receive their full salaries from BJR  
8 while taking away all corporate benefits from the Plaintiffs and failing to explore liquidating  
9 BJR assets to be used to terminate the Plan. Lastly, upon information and belief, the  
10 Defendants have orchestrated loans to BJR and obtained securities interests in the assets of  
11 BJR. This self-dealing by Dena, Sherry Cameron, and Sherry Novak has been to the detriment  
12 of the Plaintiffs. Plaintiffs fear that their interests in BJR are being wasted and steps are being  
13 taken by the Defendants to dissipate BJR's assets or encumber them for the benefit of the  
14 Defendants. It appears to the Plaintiffs that either BJR should be liquidated, file bankruptcy,  
15 or the Plan should go through a termination. The actions of the Defendants are putting off the  
16 inevitable while the attorneys' get paid and Dena, Sherry Cameron and Sherry Novak  
17 encumber the BJR assets for their own benefit.

18 Pursuant to Ariz.R.Civ.Pro. 66 and A.R.S. § 12-1241, *et seq.*, Johnny and Rudy request  
19 that this Court appoint a receiver. A receiver is designed to protect property subject to the  
20 pending litigation. *Dart v. Western Sav. & Loan Assoc.*, 103 Ariz. 170, 438 P.2d 407 (1968).  
21 Johnny and Rudy believe that Defendants' actions are destroying the value of BJR and could  
22 cause it to lose all of its value. It is not necessary to show irreparable harm or the lack of an  
23 adequate legal remedy to secure the appointment of a receiver. *Gravel Resources of Arizona*  
24 *v. Hills*, 217 Ariz. 33, 170 P.3d 282 (App. 2007).

25 Additionally, the Court should order that the Defendants pay for the receiver since it  
26 is their actions that have necessitated this action.

1 Johnny and Rudy's attorney gave written notice to BJR's attorney on July 22, 2011 that  
2 this application was being filed and he has e-mailed a copy of this application to BJR's counsel  
3 upon filing it; thus, notice has been given.

4 **C. Conclusion**

5 For the foregoing reasons, the court should set this matter for an order to show cause  
6 hearing as to why Mr. Peter Davis or another qualified individual or company should be  
7 appointed to serve as receiver for BJR and the Plan. An Order to Show Cause Hearing is  
8 requested and a form of order to set such a hearing is submitted herewith.

9 RESPECTFULLY SUBMITTED this 22<sup>nd</sup> day of July, 2011.

10 MAYNARD CRONIN ERICKSON  
11 CURRAN & REITER, P.L.C.

12 By 

13 Daniel D. Maynard #012677  
14 3200 North Central Avenue, Ste. 1800  
Phoenix, Arizona 85012  
Attorneys for Plaintiffs

15 **ORIGINAL** of the foregoing filed this 22<sup>nd</sup> day of July, 2011, with:

16 Clerk of the Court  
17 Maricopa County Superior Court  
18 201 W. Jefferson  
Phoenix, AZ 85003

19 By 

Daniel D. Maynard, No. 009211  
**MAYNARD CRONIN ERICKSON**  
**CURRAN & REITER, P.L.C.**  
 3200 North Central Avenue, Ste. 1800  
 Phoenix, Arizona 85012  
 (602) 279-8500  
dmaynard@mmcec.com

Attorneys for Plaintiffs

**IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**  
**IN AND FOR THE COUNTY OF MARICOPA**

Johnny Johnson and Anna Johnson, husband  
 and wife; Rudy Johnson and Diana Johnson,  
 husband and wife,

Plaintiffs,

v.

Defined Benefit Plan of Bill Johnson's  
 Restaurants, Inc.; Bill Johnson's Restaurants,  
 Inc., an Arizona Corporation; Harrell Dean  
 Cameron and John Doe Cameron, husband and  
 wife; Sherry Novak and John Doe Novak, wife  
 and husband; Sherry Cameron and John Doe  
 Cameron, wife and husband; and Robert A.  
 Royal and Jane Doe Royal,

Defendants.

**CV2011-013831**

No. \_\_\_\_\_

**ORDER APPOINTING RECEIVER**

The Court has received Johnny Johnson and Rudy Johnson's Application for Appointment of Receiver, pursuant to Rule 66, Arizona Rules of Civil Procedure and A.R.S. § 12-1242. The Court has held a hearing on this date and reviewed the evidence and arguments presented. Good cause appearing,

IT IS ORDERED appointing Peter Davis as receiver of Bill Johnson's Restaurant, Inc., effective immediately. The fees and expenses of the receiver will be borne by Defendants.

DONE IN OPEN COURT this \_\_\_\_ day of July, 2011.

\_\_\_\_\_  
 Judge of the Superior Court

1 SHELTON L. FREEMAN (AZ #009687)  
2 **DECONCINI McDONALD YETWIN & LACY, P.C.**  
3 6909 East Main Street  
4 Scottsdale, Arizona 85251

5 Ph: (480) 398-3100  
6 Fax: (480) 398-3101  
7 E-mail: [tfreeman@lawdmyl.com](mailto:tfreeman@lawdmyl.com)

8 Attorneys for Bill Johnson's Restaurants, Inc.

9 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

10 **IN AND FOR THE COUNTY OF MARICOPA**

11 JOHNNY JOHNSON and ANNA  
12 JOHNSON, husband and wife;  
13 RUDY JOHNSON and DIANA  
14 JOHNSON, husband and wife,

15 Plaintiffs,

16 v.

17 DEFINED BENEFIT PLAN OF BILL  
18 JOHNSON'S RESTAURANTS, INC.;  
19 BILL JOHNSON'S RESTAURANTS,  
20 INC., an Arizona corporation;  
21 HARRELL DEAN CAMERON and  
22 JOHN DOE CAMERON, wife and  
23 husband; SHERRY NOVAK and  
24 JOHN DOE NOVAK, wife and  
25 husband; SHERRY CAMERON and  
26 JOHN DOE CAMERON, wife and  
27 husband; and ROBERT A. ROYAL  
28 and JANE DOE ROYAL,

29 Defendants.

Case No.: CV2011-013831

**NOTICE OF FILING CHAPTER 11  
BANKRUPTCY PETITION AND  
AUTOMATIC STAY**

30 Notice is hereby given that defendant Bill Johnson's Restaurants, Inc. filed  
31 Chapter 11 Bankruptcy Petition on Thursday, August 4, 2011, in the District of

1 Arizona, at Case No.: 2:11-bk-22441-SSC. The Voluntary Petition for the above-  
2 referenced action is attached hereto as Exhibit "A" and incorporated herein by  
3 reference. The automatic stay provisions of 11 U.S.C. § 362 prohibits any further  
4 proceedings in this action without further order of the Bankruptcy Court.

5 DATED this 9th day of August, 2011.

6 DeCONCINI McDONALD YETWIN & LACY, P.C.

7  
8  
9 By/s/ Shelton L. Freeman  
10 Shelton L. Freeman  
11 Attorney for Bill Johnson's Restaurants, Inc.

12 ORIGINAL electronically filed this  
13 9<sup>th</sup> day of August, 2011, with:

14 Clerk of the Court  
15 Superior Court of Arizona, Maricopa County  
16 Phoenix, AZ 85003

17 COPIES sent via U.S. Mail or e-mail this  
18 9<sup>th</sup> day of August, 2011, to:

19 Hon. Dean M. Fink  
20 Superior Court of Arizona, Maricopa County  
21 125 W. Washington  
22 Old Courthouse, Courtroom 202  
23 Phoenix, AZ 85003

24 Daniel D. Maynard  
25 MAYNARD CRONIN ERICKSON CURRAN &  
26 REITER P.L.C.  
3200 N. Central Ave., Ste. 1800  
Phoenix, AZ 85012  
dmaynard@mmcec.com

By /s/ Amanda B. Hite

DECONCINI McDONALD YETWIN & LACY, P.C.  
6909 East Main Street  
Scottsdale, Arizona 85251

# **EXHIBIT “A”**

B1 (Official Form 1)(4/10)

United States Bankruptcy Court District of Arizona		Voluntary Petition																														
Name of Debtor (if individual, enter Last, First, Middle): <b>Bill Johnson's Restaurants, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																														
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Bill Johnson's Big Apple Restaurants</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																														
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>86-0170247</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																														
Street Address of Debtor (No. and Street, City, and State): <b>2906 W. Fairmont Ave Phoenix, AZ</b> <div style="text-align: right;">ZIP Code <b>85017</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>																														
County of Residence or of the Principal Place of Business: <b>Maricopa</b>		County of Residence or of the Principal Place of Business:																														
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>																														
Location of Principal Assets of Business Debtor (if different from street address above):																																
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																														
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																														
<b>Statistical/Administrative Information</b> *** <b>Shelton L. Freeman 009687</b> *** <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <b>Estimated Number of Creditors</b> <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table> <b>Estimated Assets</b> <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <b>Estimated Liabilities</b> <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Page 2

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		<b>Name of Debtor(s):</b> <b>Bill Johnson's Restaurants, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
<b>Location Where Filed:</b> - None -	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
<b>Name of Debtor:</b> - None -	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b>	<b>Relationship:</b>	<b>Judge:</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">         _____          (Name of landlord that obtained judgment)       </div>  <div style="margin-left: 40px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s):

Bill Johnson's Restaurants, Inc.

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
 Signature of Debtor

X \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of Attorney\***

X \_\_\_\_\_  
 Signature of Attorney for Debtor(s)

**Shelton L. Freeman 009687**

Printed Name of Attorney for Debtor(s)

**DeConcini McDonald Yetwin & Lacy, P.C.**

Firm Name

**6909 E Main Street**

**Scottsdale, AZ 85251**

\_\_\_\_\_  
 Address

Email: [tfreeman@lawdmyl.com](mailto:tfreeman@lawdmyl.com)

**480-398-3100 Fax: 480-398-3101**

\_\_\_\_\_  
 Telephone Number

\_\_\_\_\_  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
 Signature of Authorized Individual

**Sherry Cameron**

Printed Name of Authorized Individual

**CEO**

Title of Authorized Individual

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
 Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

X \_\_\_\_\_

\_\_\_\_\_  
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.